

18112/C



RECORDATION NO. FILED 1425

FEB 3 1993 10:10 PM

Norwest Equipment Finance, Inc.
Suite 300
Investors Building
733 Marquette Avenue
Minneapolis, Minnesota 55479-2048
612/667-9876

INTERSTATE COMMERCE COMMISSION

RECORDATION NO.

18112/B

FILED 1425

February 1, 1993

FEB 3 1993 10:10 PM

3-034A003

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Interstate Commerce Commission
Office of the Secretary
Recordations Units, Room 2303
12th & Constitution Avenue N.W.
Washington, DC 20423

RECORDATION NO. 18112 FILED 1425

FEB 3 1993 10:10 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee,

INTERSTATE COMMERCE COMMISSION

Enclosed please find three transactions for filing with the ICC pertaining to 20 railcars. I would like each document filed in the order specified below. I will list the parties involved in each transaction and the corresponding document:

- 1) Two Bills of Sale for the cars sold to NorRail by Burlington Northern. 1425
- 2) A Master Lease Agreement between NorRail and, the lessee, Baroid Drilling Fluids, Inc. 10N
- 3) A Security Agreement and Assignment assigning interest to Norwest Equipment Finance, Inc. by NorRail, Inc.

Please record the above listed documents. I have enclosed a check in the amount of \$60.00 (\$15.00 for each document to be filed).

If you should have any questions please do not hesitate to call me at (612)667-9841.

Thank-you very much for your assistance.

Sincerely,

Lisa A Buck

Lisa A. Buck
Senior Contract Administrator

FEB 3 10 04 AM '93
MOTOR CREDITING UNIT

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Interstate Commerce Commission

Washington, D.C. 20423

2/3/93

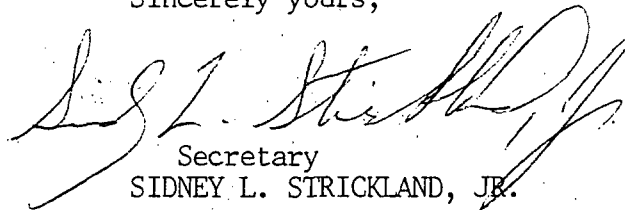
OFFICE OF THE SECRETARY

Lisa A. Buck
Senior Contract Administrator
Norwest Equipment Financing, Inc
Investors Building, Suite 300
733 Marquette Avenue
Minneapolis, Minnesota 55479-2048

Dear **Sir**:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on **2/3/93** at **10:10am**, and assigned
recordation number(s). **18112,18112-A, 18112-B,18112-C**

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

2/14/93

RECORDATION NO. 18112 FILED 1428**BILL OF SALE**

FEB 3 1993 10:10 PM

INTERSTATE COMMERCE COMMISSION
FOR AND IN CONSIDERATION of the sum of Thirty-five Thousand and No/100 Dollars (\$35,000) and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, **Burlington Northern Railroad Company** (the "Seller") does hereby sell, grant, transfer, and deliver all its right, title, and interest in and to the equipment further described on Exhibit A hereto (the "Equipment") unto **NorRail, Inc.** (the "Purchaser"), and to its successors and assigns, to have and to hold said Equipment forever. The Equipment is sold "as is" and "where is" and the description of the Equipment is for the sole purpose of identifying it and is not part of the basis of the bargain.

Seller, for itself, its successors and assigns, does covenant and agree with Purchaser, its successors and assigns, that Seller is sole lawful owner of the Equipment and is fully empowered to transfer title to Purchaser, and title is hereby transferred to Purchaser free and clear of all liens, charges, liabilities, claims, security interests, and encumbrances of any person whatsoever; and Seller warrants to defend the sale and title of the Equipment unto Purchaser, its successors and assigns, against all and every person and persons whomsoever claiming or laying claim to the same, by, through, or under Seller or its predecessors in interest, except for any defects in title or liens or encumbrances in or to the Equipment, arising by reason of Purchaser's own acts.

THE WARRANTY SET FORTH IN THE FOREGOING PARAGRAPH IS EXCLUSIVE AND IN LIEU OF ALL OTHER WARRANTIES OF SELLER, WHETHER WRITTEN, ORAL, OR IMPLIED, AND SELLER SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, DESIGN, OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT.

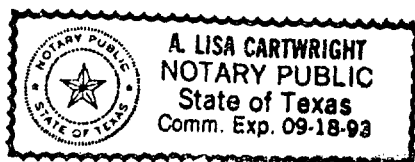
IN WITNESS WHEREOF, we have set our hand and seal this 30th day of October 1992.

**BURLINGTON NORTHERN RAILROAD
COMPANY**

By: Robert F. Wright
 Title: Manager Scrap & Equipment Sales

ATTEST:

A. Lisa Cartwright



This is a true and exact copy of the original.

LeeAnn M. Goerss

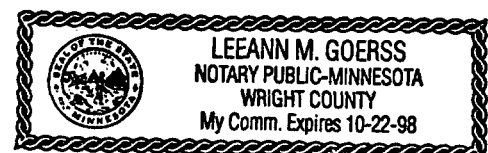


EXHIBIT A

EQUIPMENT

PRESSURE DIFFERENTIAL RAILCARS

BN 495005

BN 495014

BN 495021

BN 495036

BN 495041